

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)

) Chapter 11

)

) Case No. 23-11069 (CTG)

)

) (Jointly Administered)

)

)

) **Re: Docket Nos. 16, 303**

**CERTIFICATION OF COUNSEL REGARDING FINAL UST CASH COLLATERAL
AND ADEQUATE PROTECTION ORDER (I) AUTHORIZING THE DEBTORS TO (A)
USE UST CASH COLLATERAL AND ALL OTHER PREPETITION UST
COLLATERAL, (II) GRANTING ADEQUATE PROTECTION, (III) MODIFYING THE
AUTOMATIC STAY, AND (IV) GRANTING RELATED RELIEF**

The undersigned hereby certifies that:

1. On August 7, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Modifying the Automatic Stay, (IV) Authorizing the Debtors to Use UST Cash Collateral, (V) Granting Adequate Protection, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 16] (the “Motion”).

2. On August 18, 2023, the Court entered the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain*

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 303] (the “Interim UST Cash Collateral Order”).

3. The deadline to respond to the final relief in the Motion was on September 11, 2023 at 4:00 p.m. Eastern Time (the “Objection Deadline”).

4. The Debtors received filed responses from Maricopa County Treasurer [Docket No. 350], East West Bank [Docket No. 442], World Fuel Services, Inc. [Docket No. 497], and Wintrust Commercial Finance [Docket No. 527] (the “Responding Parties”).

5. The Debtors circulated a revised proposal form of order to the Responding Parties and the following parties: the Office of the United States Trustee, counsel to the Official Committee of Unsecured Creditors, the Junior DIP Lender, the B-2 Lenders, the ABL Agent, the United States Department of the Treasury, and the UST Tranche A Agent and UST Tranche B Agent (collectively, with the Responding Parties, the “Reviewing Parties”).

6. Attached hereto as Exhibit A is a proposed form of Final UST Cash Collateral Order (the “Proposed Final UST Cash Collateral Order”) that has been circulated to the Reviewing Parties, which do not object to entry of the Proposed Final UST Cash Collateral Order. Attached hereto as Exhibit B is a redline of the Proposed Final UST Cash Collateral Order showing changes against the Interim UST Cash Collateral Order.

7. The Debtors respectfully request entry of the Proposed Final UST Cash Collateral Order at the Court’s earliest convenience.

Dated: September 15, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

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